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After recording, please return to: TCOA PO Box 161273 Big Sky, MT 59716

FIRST AMENDMENT TO AMENDED AND RESTATED BYLAWS OF TOWN CENTER OWNERS' ASSOCIATION, INC.

This First Amendment (this "<u>First Amendment</u>") to Amended and Restated Bylaws of Town Center Owners' Association, Inc., a Montana nonprofit corporation (the "<u>Corporation</u>"), is made this 5th day of April, 2022.

RECITALS

- A. The Corporation is governed by those certain October 2008 Amended and Restated Bylaws of Town Center Owners' Association, Inc., recorded on August 28, 2009 with the Office of the Clerk and Recorder of Gallatin County, Montana as Document No. 2340943, (as the same may be further amended, restated, or replaced, the "Bylaws").
- **B.** The Corporation desires to further amend the Bylaws in order to, among other things, conform certain provisions of the Bylaws with the Declaration, and make certain clarifying amendments.
- C. Article X of the Bylaws provides that the Bylaws may be amended by approval of a two-thirds (2/3) vote of the members entitled to vote at a meeting of members specially called for such purpose at which a quorum is present, or a majority of the voting power, whichever is less, and the written approval of Westland and the Developer, and this First Amendment has been approved by the members and by written approval of Westland and the Developer.

NOW, THEREFORE, based upon the foregoing, the Bylaws are amended as follows:

1. Amendment to Developer. All references to Simkins Holdings, LLC, a Montana limited liability company (or Developer), and/or Westland Enterprises, Inc., a Montana corporation (or Westland), are hereby deleted and replaced with references to the Declarants (as that term is defined in the August 2019 Superseded and Replaced Big Sky Town Center Declaration of Covenants, Conditions and Restrictions, recorded on September 4, 2019 with the Office of the Clerk and Recorder of Gallatin County, Montana as Document No. 2656826 (as the same may be amended, supplemented, or replaced from time to time, the "Declaration")),

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together with any successor or assignee Declarant, who becomes the Declarants under the Declaration, as set forth in a written instrument recorded with the office of the Clerk and Recorder of Gallatin County, Montana.

- 2. <u>Town Center Property</u>. All references in the Bylaws to the Town Center Property shall hereafter refer to the "Property" (as defined in the Declaration) which is subject to the Declaration from time to time.
- 3. <u>Board and Member Approval</u>. This First Amendment has been (i) approved by the Corporation's board of directors, (ii) unanimously approved by Westland and the Developer in accordance with Article X of the Bylaws, and (iii) approved by the members of the Corporation in accordance with Article X of the Bylaws, as follows:
 - a. As of the date of the adoption of this First Amendment there were three (3) memberships outstanding and entitled to vote.
 - b. The members entitled to vote on this First Amendment collectively cast forty-two (42) votes for this First Amendment and zero (0) votes against this First Amendment.
 - c. The number of votes cast by the members for this First Amendment was sufficient for approval by the members of the Corporation.
- 4. <u>Miscellaneous Provisions</u>. This First Amendment amends the Bylaws and shall be incorporated into and made a part of the Bylaws. Except as specifically amended or supplemented herein, all terms of the Bylaws shall remain in full force and effect. In the event the terms of this First Amendment and the Bylaws conflict or are inconsistent, the terms of this First Amendment shall control. Unless specifically defined herein, all capitalized terms shall have the definition given in the Bylaws.

[Remainder of page intentionally left blank]

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IN WITNESS WHEREOF, the undersigned officer of the Town Center Owners' Association, Inc. hereby certifies that this First Amendment to Bylaws of Town Center Owners' Association, Inc. has been approved and adopted in accordance with the Bylaws.

Name: William G. Simkins Title: Director and President By: Name: Thomas R. Simkins Title: Director and Vice President/Secretary Name: Ryan J. Hamilton Title: Director and Treasurer APPROVED BY Westland Enterprises, Inc. and Simkins Holdings, LLC Simkins Holdings, LLC Name: William G. Simkins Title: Manager By: Name: Thomas R. Simkins Title: Manager Westland Enterprises, Inc. Name: William G. Simkins Title: President By: _ 1/1 Name: Thomas R. Simkins Title: Vice President

Town Center Owners' Association, Inc.

		<u>ACKNOWLEDGMENT</u>
STATE OF MONTANA)	
	:ss	
County of Gallatin)	
		DGED before me this 7th day of
		n G. Simkins, as Director and President of Town
Center Owners' Association	n, Inc.	
	A L HAAKENSON	Builde L. Haakerwon Notary Public for the State of Montana
MOTARIAL O for the S	otary Public State of Montana	Brenda L. Haakenson
* CT . Z	esiding at: ade, Montana	Printed Name
(CHAPTOF MONTH My Con	nmission Expires: rch 31, 2024	Residing at Belanade, NIT
Manufacture of the Control of the Co	101101, 2024	My Commission Expires: Murch 31 2024
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STATE OF MONTANA)	
	:SS	
County of Gallatin)	
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of Town Center Owners' A	ssociation, inc.	
		Brenda J. Huakerson
	L HAAKENSON ary Public	Notary Public for the State of Montana
EL HOTARIAL OF for the Sta	ate of Montana	Brenda L. Haakenson
SEAL * Belgrad	ilding at: de, Montana	Printed Name
My Comn	nission Expires:	Residing at <u>Belgra de</u> , <u>MI</u>
Marc Marc	h 31, 2024	My Commission Expires: March 31 2024

	ACKNOWLEDGMENT
STATE OF MONTANA)	
County of Gallatin :ss)	
	GED before me this 7th day of Hamilton as Director and Treasurer of Town Center
Owners' Association, Inc.	Bronda L. Hnakerroon
MAKENSON	Notary Public for the State of Montana
Notary Public	Brenda L. Haakenson
for the State of Montana esiding at: SEAL Beigrade, Montana My Commission Expires:	Printed Name Residing at Belovade, MT My Commission Expires: May 1, 31, 2024
March 31, 2024	My Commission Expires: March 31 2024
LHAAL HAAL NOTARIA	BRENDA L HAAKENSON Notary Public for the State of Montana Residing at: Belgrade, Montana My Commission Expires: March 31, 2024
	ACKNOWLEDGMENT
STATE OF MONTANA) :ss	
County of Gallatin)	
This Instrument was ACKNOWLED , 2022, by Willis Enterprises, Inc. and as Manager of Simkins	am G. Simkins, as President of Westland
Residing at: Belgrade, Montana My Commission Expires: March 31, 2024	Dunda Heakenson Notary Public for the State of Montana Brenda L. Haakenson Printed Name Residing at Belgrade, MT My Commission Expires: Mach 31 2024

		<u>ACKNOWLEDGMENT</u>
STATE OF MONTANA)	•
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County of Gallatin)	
	022, by Thon	EDGED before me this day of has R. Simkins, as Vice President of Westland tins Holdings, LLC.
-		Brande L. Haakonson
BRENDA L HAND Notary For the State of Residing Belgrade, No Commission March 31	Public of Montana ing at: Montana	Notary Public for the State of Montana
		Printed Name Residing at Belgrade, MT
		My Commission Expires: 1444 (h 3) 2026